

**EXHIBIT "D"**

**NOTICE OF DEFAULT**



150 Green Tree Road, Suite 1003, PO Box 836 • Oaks, PA 19456  
phone 1-800-462-3782 • fax 610-650-9997

January 20, 2010

**VIA UPS NEXT DAY AIR  
AND CERTIFIED MAIL**

Mr. Nicholas Capurro, Jr.  
727 Katrina  
Livermore, CA 94550

Re: Compliance with Franchise Agreement

Dear Mr. Capurro:

I am Corporate Counsel for Certa ProPainters, Ltd. ("CertaPro"). It has come to CertaPro's attention that you are not in compliance with the terms of your CertaPro Franchise Agreement.

Paragraph 10.1 of your Franchise Agreement provides as follows:

"During the term of [the Franchise] Agreement, neither the Franchisee, its partners or shareholders nor any member of the immediate family of Franchisee or its partners or shareholders shall directly or indirectly, for itself or through, on behalf of, or in conjunction with any other person, partnership, corporation or other entity own, maintain, engage in, be employed by, or have any interest in any other business which offers or sells products or services of the type offered under the CertaPro System ..... Franchisee may not provide any unauthorized services, advertise its services under any mark other than the Proprietary Marks or use any software or computer programs except as approved by CertaPro."

In violation of this very specific provision, you are operating another painting business, Majestic Painters. By this letter, CertaPro demands that you immediately cease any and all involvement with Majestic Painters, and that you comply in full with Section 10.1 of your Franchise Agreement.

In addition, you have failed to pay CertaPro a total of \$14,060 for Minimum Royalties, Royalty, and General Advertising Fund payments, in breach of paragraphs 2.2, 2.2.1, 2.4, 11.1.1, and 11.1.2. CertaPro demands that you pay

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these overdue amounts and remain current in all financial obligations under the Franchise Agreement.

In further breach of your Franchise Agreement, specifically paragraphs 6.2 and 6.3, you have not reported any business activity for several weeks. CertaPro expects that you will immediately come into compliance with the Franchise Agreement and will operate your Franchised Business with all due diligence and in accordance with CertaPro's standards and the Franchise Agreement.

By this letter, you are hereby notified that if you continue to disregard your CertaPro Franchise Agreement, and fail to comply with its terms, CertaPro will be forced to take the necessary legal actions to ensure your compliance, in accordance with Article 18 of the Franchise Agreement and applicable law.

Due to the seriousness of this matter, I suggest that you give it your immediate attention. Be guided accordingly.

Sincerely,



David K. Siegle  
Corporate Counsel  
dsiegle@certapro.com  
(800) 462-3782 Ext. 275

cc: Anthony Jowid, Regional Vice President